

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

January 26, 2007

RECORDATION NO.

18445-**DU**
FILED

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

JAN 26 '07 -10 30 AM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of CNW 1993-A Union Pacific Railroad Company
Leveraged Lease Financing of Locomotives

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Assignment (CNW 1993-A), dated as of January 30, 2007, among BNY Midwest Trust Company, as indenture trustee (the "*Indenture Trustee*" or the "*Assignee*"), and U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), not in its individual capacity, but solely as owner trustee of the CNW 1993-A Trust (the "*Owner Trustee*" or the "*Assignor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment CNW 1993-A dated as of October 14, 1993 between the Union Pacific Railroad Company (successor to Chicago and North Western Transportation Company), as Lessee and the Owner Trustee, as Lessor which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on October 21, 1993 at 1:40 P.M. under recordation number 18445.

The names and addresses of the parties to the enclosed document are as follows:

Indenture Trustee
and Assignee:

BNY Midwest Trust Company
2 North LaSalle Street, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration (CNW 1993-A)

Owner Trustee
and Assignor:

U.S. Bank National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services
(CNW 1993-A)

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 64 GE Dash 9-44 CW Locomotives bearing the reporting marks within the series UP 9665 through UP 9769 and 1 GE Dash 9-44 CW Locomotive bearing the reporting mark CNW 8646, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Assignment (CNW 1993-A).

A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312)-845-2991.

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

MDR:pka
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
GE Dash 9-44 CW Locomotives	64	UP 9666 - UP 9679 UP 9681 UP 9697 - UP 9699 UP 9665 UP 9680 UP 9682 - UP 9696 UP 9740 - UP 9749 UP 9751 - UP 9754 UP 9755 - UP 9769
GE Dash 9-44 CW Locomotive	1	CNW 8646

MEMORANDUM OF LEASE ASSIGNMENT
(CNW 1993-A)

JAN 26 '07 -10 00 AM

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Assignment effective as of January 30, 2007, by and between U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee of the CNW 1993-A Trust ("*Owner Trustee*"), and BNY Midwest Trust Company, an Illinois trust company, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. Owner Trustee and Union Pacific Railroad Company (successor to Chicago and North Western Transportation Company) ("*Lessee*") have entered into a Lease of Railroad Equipment CNW 1993-A dated as of October 14, 1993 (as amended, supplemented or modified, the "*Lease*"), covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

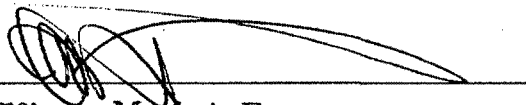
2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on October 21, 1993 at 1:40 P.M. under recordation number 18445 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (CNW 1993-A), dated as of January 30, 2007 (the "*Indenture*"), pursuant to which U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease, and the rents and other proceeds therefrom (with certain exceptions) to BNY Midwest Trust Company, as Indenture Trustee.

4. A memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner
Trustee of the CNW 1993-A Trust

By 
Name: Mark A. Forgetta
Title: Vice President
Executed on this 19th day of January, 2007.

BNY MIDWEST TRUST COMPANY, as Indenture
Trustee

By _____
Name: _____
Title: _____
Executed on this ____ day of January, 2007.


IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner
Trustee of the CNW 1993-A Trust

By _____
Name:
Title:

Executed on this ____ day of January, 2007.

BNY MIDWEST TRUST COMPANY, as Indenture
Trustee

By  _____
Name: **D. G. DONOVAN**
Title: **VICE PRESIDENT**

Executed on this 17th day of January, 2007.

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD)

SS.:

On this, the 19th day of January, 2007, before me, a Notary Public in and for said County and State, personally appeared Mark A. Forgetta, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January 19, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally
Name:
Notary Public
My Commission Expires: Connecticut
Residing in _____

(SEAL)

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS.:

On this, the _____ day of January, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of BNY MIDWEST TRUST COMPANY, that said instrument was signed on January ___, 2007 on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.:

On this, the _____ day of January, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January ___, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

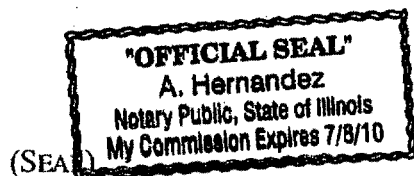
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this, the 17th day of January, 2007, before me, a Notary Public in and for said County and State, personally appeared D. G. DONOVAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of BNY MIDWEST TRUST COMPANY, that said instrument was signed on January 17, 2007 on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



A Hernandez

Name:
Notary Public
My Commission Expires:
Residing in Illinois

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
GE Dash 9-44 CW Locomotives	64	UP 9666 - UP 9679 UP 9681 UP 9697 - UP 9699 UP 9665 UP 9680 UP 9682 - UP 9696 UP 9740 - UP 9749 UP 9751 - UP 9754 UP 9755 - UP 9769
GE Dash 9-44 CW Locomotive	1	CNW 8646

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/26/07



Robert W. Alvord